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January 28, 2016

By ECF and Hand Delivery

The Honorable Paul A. Crotty,
U.S. District Court for the Southern District of New York,
500 Pearl Street,
New York, New York 10007.

Re: *In re Goldman Sachs Group, Inc. Sec. Litig.*,
Master File No. 1:10-cv-03461-PAC

Dear Judge Crotty:

On behalf of Defendants in the above-referenced action (the “Action”), we write to inform the Court that on January 26, 2016, the Second Circuit granted Defendants’ petition under FED. R. CIV. P. 23(f) for permission to appeal from the Court’s September 24, 2015 order certifying a class in this Action (the “Certification Order”). A copy of the Second Circuit’s order is enclosed.

After conferring with Plaintiffs’ counsel, we respectfully request that the Court stay further proceedings in the Action pending the Second Circuit’s adjudication of Defendants’ appeal (other than that Defendants will complete briefing on their summary judgment motion on February 5, 2016). Plaintiffs consent to this proposed stay, including deferring a ruling on the summary judgment motion while the appeal is pending. Following the Second Circuit’s ruling, the parties will meet and confer and promptly inform the Court as to whether there are any matters they believe are impacted by the appellate ruling. Defendants reserve the right to seek additional briefing at that time.

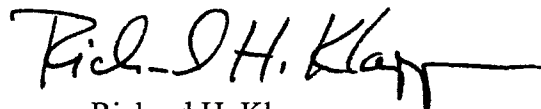
The Honorable Paul A. Crotty

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Defendants note that other district courts have issued stays following grants of interlocutory review of class certification orders.¹ The decision on appeal not only may determine whether a class should be certified, it also may address issues of law and expert evidence relevant to the merits of this case, including the summary judgment motion. For example, Defendants will present various issues on appeal, including whether the fraud-on-the-market presumption of reliance applies here and the viability of Plaintiffs' theories of the "price impact" of the challenged statements. Defendants believe these issues overlap with legal and evidentiary merits issues, including materiality, reliance and loss causation. A stay thus may avoid significant and potentially unnecessary waste of Court and party resources, and would not delay discovery, which is complete. Adjudication of the summary judgment motion prior to final resolution of certification issues potentially may also raise substantial questions as to the scope of the ruling's *res judicata* effect on the members of the class certified by this Court.

The parties would be pleased to provide any further information that may be of assistance to the Court, and to address these matters further at a conference should the Court request.

Respectfully submitted,



Richard H. Klapper

(Enclosure)

cc: Counsel of Record

¹ See, e.g., *N.J. Carpenters Health Fund v. RALI Series 2006-QO1 Trust*, No. 08-cv-8781 (HB), Dkt. No. 137 (S.D.N.Y. May 31, 2011); *IBEW Local 98 Pension Fund v. Best Buy Co.*, No. 11-429, Dkt. No. 235 (D. Minn. Oct. 22, 2014); *Nieberding v. Barrette Outdoor Living, Inc.*, 2014 WL 5817323, at *1, 5 (D. Kan. Nov. 10, 2014).

S.D.N.Y. – N.Y.C.
10-cv-3461
Crotty, J.

United States Court of Appeals
FOR THE
SECOND CIRCUIT

At a stated term of the United States Court of Appeals for the Second Circuit, held at the Thurgood Marshall United States Courthouse, 40 Foley Square, in the City of New York, on the 26th day of January, two thousand sixteen.

Present:

Guido Calabresi,
Gerard E. Lynch,
Raymond J. Lohier, Jr.,
Circuit Judges.

Arkansas Teachers Retirement System, et al.,

Lead Plaintiffs-Respondents,

Ilene Richman, Individually and on behalf of
all others similarly situated, Pablo Elizondo,

Plaintiffs-Respondents,

Howard Sorkin, Individually and on behalf of
all others similarly situated, et al.,

Consolidated Plaintiffs-Respondents,

Pension Funds,

Plaintiff,

v.

15-3179

Goldman Sachs Group, Inc., et al.,

Defendants-Petitioners,

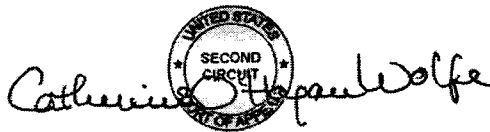
Sarah E. Smith

Defendant.

Petitioners move, pursuant to Federal Rule of Civil Procedure 23(f), for leave to appeal the district court's order granting Respondents' motion for class certification. Petitioners also move for leave to file a reply in support of their motion. Further, non-parties the Securities Industry and Financial Markets Association ("SIFMA"), the Chamber of Commerce of the United States ("the Chamber"), and a group of former Securities and Exchange Commission ("SEC") officials and law professors move to file briefs as amicus curiae in support of Petitioners' motion. Upon due consideration, it is hereby ORDERED that: (1) Petitioners' motion to file a reply is GRANTED; (2) the motions of the Chamber, SIFMA, and the group of former SEC officials and law professors to file amicus briefs are GRANTED; and (3) the petition for leave to appeal is GRANTED. Petitioners are directed to file a scheduling notification within 14 days of the date of entry of this order pursuant to Second Circuit Local Rule 31.2.

FOR THE COURT:

Catherine O'Hagan Wolfe, Clerk

The block contains a handwritten signature in cursive script that reads "Catherine O'Hagan Wolfe". Overlaid on the signature is a circular official seal of the United States Court of Appeals for the Second Circuit. The seal features the words "UNITED STATES" at the top, "SECOND CIRCUIT" in the center, and "COURT OF APPEALS" at the bottom, separated by small stars.